

MINUTES

January 24, 2013

UCDC BOARD MEMBERS

Chair

Anthony Campagiorni
Vice Chair

Ward Todd
Secretary

Treasurer

Terry L. Bernardo

Carl Chipman

Donald P. Christian

Shayne Gallo

Daniel Hauspurg

Michael Hein

David O'Halloran

Joshua Ratner

Nancy E. K. Schaefer

A regular meeting of the Board of Directors of the Ulster County Development Corporation was held at 4:00 p.m. on Thursday, January 24, 2013, Conference Room 108, Business Resource Center, Development Court, Kingston, NY.

The following members were present:

Anthony Campagiorni, Vice Chair

March Gallagher

Daniel Hauspurg

James Maloney

David O'Halloran

Nancy Schaefer

Gregg Swanzey

Representing Michael Hein

Representing Terry Bernardo

Representing Shayne Gallo

The following members were absent:

Donald P. Christian

Donald Katt

Robert Kinnin

Joshua Ratner

Ward Todd, Secretary

Representing David O'Halloran

The following ex-officio members were absent:

David Donaldson

Dennis Doyle

Kenneth Ronk

Carol Smith

The following staff members of the Office of Business Services were present:

Melinda Beuf
Linda Clark

Additional Attendees:

None

Vice Chair Anthony Campagiorni called the meeting to order at 4:07 p.m.

REMEMBRANCE

Vice Chair Campagiorni called for a moment of remembrance for Ronald Marquette who passed away on January 4, 2013.

Vice Chair Campagiorni reported that Donald Katt had submitted his resignation from the Board of Directors.

Supervisor Carl Chipman, Town of Rochester, was welcomed to the membership of the Board of Directors. Supervisor Chipman is the new Chairman of the Ulster County Town Supervisor's Association. He replaces John Valk on the board. It should be noted that Mr. Valk's designated representative was James Quigley III.

MINUTES

Motion: James Maloney, seconded by Daniel Hauspurg, moved to adopt the Minutes of the December 20, 2012 meeting. A copy of said Minutes is on file.

Vote: The motion was adopted unanimously.

FINANCIALS

The financials for the period ending December 31, 2012 were included for review by the membership of the board. No action was taken. Vice Chair Campagiorni requested that UCDC accountant Lindley Churchill be present at the next meeting of the Board to present the report.

Motion: James Maloney, seconded by March Gallagher, moved to table the financials for the period ending December 31, 2012.

Vote: The motion was adopted unanimously.

TRANSITION

Audit Committee Report

March Gallagher reported on the Audit Committee Conference Call held January 14, 2013. A copy of said Minutes is on file. The members of the Audit Committee expressed their unhappiness about not being informed of the transition and the lack of scheduled meetings in 2012. All members agreed to stay through the 2012 Audit.

Section 108 Funds

March Gallagher reported that at this time, UCDC administers one Section 108 loan ... New World. In addition, Ulster County has custody over an untapped Section 108 fund that they are going to refund. Currently there is loan fund money available that is cheaper. Ulster County pays the interest on this money.

Timeline

A copy of the 2013 Board of Directors Transition and Action was presented to the members of the Board. A brief overview was provided by Ms. Gallagher. A copy of said document is on file.

Disposition Resolution

March Gallagher left the meeting and recused herself from the discussion and vote.

The Corporate Resolution was discussed and acted upon with reference to specific tangible personal properties of the corporation. A copy of said resolution is on file.

Motion: David O'Halloran, seconded by James Maloney, moved to adopt said resolution.

Vote: The motion was adopted unanimously.

BYLAWS

A copy of the proposed amended Bylaws was presented to the members of the Board of Directors. A copy of said Bylaws is on file. Discussion included but was not limited to:

- Changes to the size and composition of the Board of Directors
 - Current Bylaws state that the Board would have a maximum of twenty-five members. The proposed amended Bylaws would reduce the maximum to seven (7) members from the private sector.
 - There would be no members from the public sector designated by title
 - Perhaps there should be a representative from both the County Executive's office and the Ulster County Legislature
 - Terms of appointment were amended from three year staggered terms to five members with one year term and two members with two year terms
- All references to the Executive Committee were omitted
- All references to Administrator were omitted
- Concern was raised regarding perspective private members and the need for financial disclosure
- What are the goal(s) of the organization in the new format
 - There is a need for a business plan moving forward
 - This should be the priority of the new board of directors
- UCDC as a local development corporation (LDC) is too valuable to dissolve. The board will be more about marketing Ulster County and less about managing staff.

- A marketing plan will be proposed at the March meeting which will include a digital marketing program for businesses.

It was unanimously agreed that a conference call would be scheduled on January 30, 2013 to discuss the final amendments to the Bylaws.

ADMINISTRATION

Discussion of the future administration of the corporation was held. Discussion included, but was not limited to:

- At this time the corporation has no staff; former staff are now employees of Ulster County
- There is no contract in place for the administration of the corporation. The corporation is required to be in compliance with PARIS and the administration of grants, as well as to have a staff to support the Board of Directors at board meetings, correspondence, etc.
- The accounting firm that is presently engaged to perform services for the corporation, requires a great deal of oversight and has a general lack of ownership of the CFO function.
- Ulster County would be willing to provide for the administration of the corporation, including the CFO/accounting component for \$10,000/year.
 - A draft contract for the administration of the corporation will be prepared for the next meeting of the board of directors.
 - It was noted that the requirement for an independent auditor will still be needed.

Financials/Bank Signatories

Motion: March Gallagher, seconded by Carl Chipman, motioned to approve Ward Todd, Daniel Hauspurg and James Maloney as bank signatories for the Ulster County Development Corporation.

Vote: The motion was adopted unanimously.

OLD BUSINESS

None.

NEW BUSINESS

I/S Support

The Board of Directors unanimously approved the I/S support proposal of CTech Services LLC, P.O. Box 6011, Kingston, NY. The board authorized up to \$1,000 in expenditures for the transition.

File Cabinets

The Board of Directors unanimously approved the purchase of 2 lateral five-high file cabinets from Mike's Used Furniture; said expense to not exceed \$600.00.

Copier

The Toshiba copier would be included in the proposed contract for services with Ulster County.

ADJOURNMENT

Motion: Nancy Schaefer, seconded by James Maloney, moved to adjourn the meeting.

Vote: The motion was adopted.

The meeting was adjourned at 5:30 p.m.

Respectfully submitted,
Linda Clark